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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM X-17A-5

SEC FILE NUMBER

8- 68176

PART III

FACING PAGE

Washington DC FACING PAGE
Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING	01/01/2012 MM/DD/YY	AND ENDING	12/31/2012 MM/DD/YY
A. R	EGISTRANT IDENT	TIFICATION	
NAME OF BROKER-DEALER: TONG YANG	ESAE CAPITAL MARK	ETS, LLC	OFFICIAL USE ONLY
OFFICIAL USE ONLY ADDRESS OF PRINCI	PAL PLACE OF BUSINE	SS: (Do not use P.O. Box	x No.) FIRM LD. NO.
150 E. 52 <sup>ND</sup> STREET, 25 <sup>TH</sup> FLOOR	(No. and Street)		
NEW YORK	NEW YORI (State)	K. Saaran saan maana sirra saaran kantan ka	10022 (Zip Code)
(City)  NAME AND TELEPHONE NUMBER OF PER	, ,	REGARD TO THIS REP	
JIM YANG		6	646) 350-3000 Area Code – Telephone Number)
was a second considerable and the second second and the second s	CCOUNTANT IDEN	TIFICATION	
INDEPENDENT PUBLIC ACCOUNTANT who	ose opinion is contained in	n this Report*	
De Joya Griffith, LLC (Name – if individual, state last, first, middle name)			
2580 Anthem Village Drive, Henderson (Address) (City) (State) (Zip Code)	n, Nevada, 89052		
CHECK ONE:  Certified Public Accountant Public Accountant Accountant not resident in Unite	ed States or any of its poss	essions	
	FOR OFFICIAL US	E ONLY	

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)



#### OATH OR AFFIRMATION

accompanying financial statement and supporting schedules pertaining to the firm of TONG YANG ESAE CAPITAL MARKETS, LLC, as ofDecember 31st	I, <u>JI</u>	IM YANG , swear (or affirm	n) that, to the best of my know	wledge and belief the
further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:    Signature	accomp	panying financial statement and supporting schedule	es pertaining to the firm of	TONG YANG ESAE
any proprietary interest in any account classified solely as that of a customer, except as follows:    Acknowled Get   Set   Get   Reg	CAPIT	TAL MARKETS, LLC, as of <u>December 31st</u>	, 20 <u>12</u> , are	true and correct. I
any proprietary interest in any account classified solely as that of a customer, except as follows:    Acknowled Get   Set   Get   Reg	further	r swear (or affirm) that neither the company nor any	partner, proprietor, principal	officer or director has
Signature  Signature  Chief Executive Officer  Title  Notary Public  (a) Facing Page.  (b) Statement of Financial Condition.  (c) Statement of Income (Loss).  (d) Statement of Changes in Financial Condition.  (e) Statement of Changes in Liabilities Subordinated to Claims of Creditors.  (g) Computation of Net Capital.  (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.  (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.  (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.  (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of				
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		consolidation.		
(I) An Oath or Affirmation.	(l)	An Oath or Affirmation.		
(m) A copy of the SIPC Supplemental Report.	(m)	A copy of the SIPC Supplemental Report.		
(n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.			or found to have existed since the	date of the previous audit.

<sup>\*\*</sup>For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

### TONG YANG ESAE CAPITAL MARKETS, LLC (SEC Identification No. 8-68176)

Independent Registered Public Accounting Firm FINANCIAL STATEMENTS and SUPPLEMENTAL INFORMATION December 31, 2012 and 2011

### TONG YANG ESAE CAPITAL MARKETS, LLC

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#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Members
Tong Yang Esae Capital Markets, LLC

We have audited the accompanying balance sheets of Tong Yang Esae Capital Markets, LLC as of December 31, 2012 and 2011 and the related statements of operations, members' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tong Yang Esae Capital Markets, LLC as of December 31, 2012 and 2011 and the results of its operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in schedules I through IV is presented for the purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

De Joyn Griffith, LLC
De Joya Griffith, LLC
Henderson, Nevada

February 25, 2013

# TONG YANG ESAE CAPITAL MARKETS, LLC BALANCE SHEETS (AUDITED)

#### ASSETS

	As of December 31,				
		2012	2011		
Current assets					
Cash	\$	128,497	\$	20,430	
Accounts receivable		200,000			
Other receivable		871			
Deposits		5		5	
Total current assets		329,373		20,435	
Total assets	\$	329,373	\$	20,435	
LIABILITIES AND MEMBERS' F	QUITY				
Current liabilities					
Accounts payable and accrued liabilities	\$	2,001	\$	3,626	
Total current liabilities		2,001		3,626	
Total liabilities		2,001		3,626	
Members' equity					
Total members' equity		327,372		16,809	
Total liabilities and members' equity	\$	329,373	\$	20,435	

#### TONG YANG ESAE CAPITAL MARKETS, LLC STATEMENTS OF OPERATIONS (AUDITED)

	 For the Year Ended December 31, 2012		For the Year Ended December 31, 2011		
Revenues					
Fee income	\$ 465,000	\$	137,000		
Operating expenses					
Compensation	274,966		69,471		
General and administrative	69,389		64,142		
Rent	33,000		33,000		
Professional fees	 27,000		84,000		
Total operating expenses	 404,355		250,613		
Other income (expense)					
Interest income	63		102		
Interest expense	(145)				
Realized gain on securities		51,6			
Dividend income		1,9			
Total other income (expense)	 (82)		53,710		
Net income (loss)	\$ 60,563	\$	(59,903)		
Earnings per average membership units	\$ 1.21	\$	(1.20)		
Average membership units outstanding	 50,000		50,000		

#### TONG YANG ESAE CAPITAL MARKETS, LLC STATEMENT OF MEMBERS' EQUITY (AUDITED)

	 Accumulated  Members' Other Comprehensive Units Equity Income				mprehensive		Total Iembers' Equity
Balance, December 31, 2010	\$ 50,000	\$	144,998	\$	50,884	\$	195,882
Member distributions			(68,286)		-		(68,286)
Net loss			(59,903)				(59,903)
Change in unrealized gain on marketable securities	 				(50,884)		(50,884)
Balance, December 31, 2011	 50,000		16,809		<u></u>		16,809
Member contributions			250,000		-		250,000
Net income	 		60,563				60,563
Balance, December 31, 2012	 50,000	<u>s</u>	327,372	\$		s	327,372

#### TONG YANG ESAE CAPITAL MARKETS, LLC STATEMENTS OF CASH FLOWS (AUDITED)

	For the Year Ended December 31, 2012		For the Year Ended December 31, 2011	
Cash flows from operating activities:				
Net income (loss)	\$	60,563	\$	(59,903)
Adjustments to reconcile net income (loss) to net cash used by operating activities:				
(Gain) on sale of marketable securities				(51,629)
Changes in operating assets and liabilities:				
(Increase) decrease in accounts receivable and other receivables		(200,871)		39,186
Decrease in deposits				4,000
(Decrease) in accounts payable and accrued liabilities		(1,625)		(771)
Net cash used by operating activities		(141,933)		(69,117)
Cash flows from investing activities:				
Proceeds from sale of marketable securities				141,124
Net cash provided by investing activities				141,124
Cash flows from financing activities:				
Member contributions		250,000		
Member distributions		<u></u>		(68,286)
Net cash provided by (used in) financing activities		250,000		(68,286)
Net change in cash		108,067		3,721
Cash, beginning of year		20,430		16,709
Cash, end of year	\$	128,497	\$	20,430

#### NOTE 1 – ORGANIZATION

Esae Capital Partners, LLC, a Delaware Limited Liability Company, was formed on October 21, 2008 in the State of Delaware and was granted its registration as a broker-dealer in securities under the Securities Exchange Act of 1934 in October 2009, with Financial Industry Regulatory Authority (FINRA).

On August 2, 2011, Esae Capital Partners, LLC closed a transaction to sell 100% of its membership interests to TONGYANG Securities, Inc. ("TYS"), a Corporation organized under the laws of the Republic of Korea, and its legal name was changed to TONGYANG Esae Capital Markets, LLC (the "Company"). The Company is managed by TYS and TYS owns 100% of the membership interest in the Company and is the sole member. Previously, the Company was managed by Esae Management Group, LLC ("EMG"), a Delaware Limited Liability Company, which owned 100% of the membership interests of the Company and was the sole managing member.

On May 7, 2012, the Company received \$250,000 in exchange for issuing 39.79% of the issued and outstanding membership interests to TONGYANG Securities Hong Kong Limited ("TYHKL") a fully owned subsidiary of TONGYANG Securities, Inc ("TYS").

In connection with its activities as a broker-dealer, the Company does not hold funds or securities for customers, and does not intend to execute or clear customer transactions. Accordingly, it is exempt from provisions of SEC Rule 15c3-3 relating to the physical possession or control of such funds or securities.

#### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Accounting Basis of Presentation:

These financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

#### Definition of Fiscal Year:

The Company's fiscal year-end is December 31.

#### Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reported period. Actual results could differ from these estimates.

#### Cash and Cash Equivalents:

Cash and cash equivalents are on deposit with financial institutions without restrictions. Cash equivalents consist of highly liquid investments with maturities of three months or less from the date of acquisition.

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Cont'd

#### Fair Value Accounting for Investments in Marketable Securities:

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC ("ASC 820-10"), fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The carrying value of the Company's financial assets and liabilities which consist of cash, marketable securities, accounts payable and accrued liabilities are valued using level 1 inputs. The Company believes that the recorded values approximate their fair value due to the short maturity of such instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, exchange or credit risks arising from these financial instruments.

#### Revenue Recognition:

The Company recognizes revenue only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the related fee is reasonably assured.

#### Accounts Receivable:

Accounts receivable is comprised of uncollateralized customer obligations due under normal trade terms requiring payment within 30 days from the invoice date. The carrying amount of accounts receivable is reviewed periodically for collectability. If management determines that collection is unlikely, an allowance that reflects management's best estimate of the amounts that will not be collected is recorded. Management reviews each accounts receivable balance that exceeds 30 days from the invoice date and, based on an assessment of creditworthiness, estimates the portion, if any, of the balance that will not be collected. As of December 31, 2012 and 2011, the Company had not recorded a reserve for doubtful accounts.

#### Concentrations of Credit Risk:

Credit risk represents the accounting loss that would be recognized at the reporting date if counter parties failed completely to perform as contracted. Concentrations of credit risk (whether on or off balance sheet) that arise from financial instruments exist for groups of customers or counter parties when they have similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions described below.

Financial instruments that potentially subject the Company to significant concentration of credit risk consist primarily of cash and, cash equivalents, and accounts receivable. The primary focus of the Company's investment strategy is to preserve capital and meet liquidity requirements. The Company's investment policy addresses the level of credit exposure by limiting the concentration in any one corporate issuer or sector. To manage the risk exposure, the Company maintains its portfolio of cash and cash equivalents and short-term and long-term investments.

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Cont'd

#### Income Taxes:

The Company is a limited liability company and as a result is a "disregarded entity" for U.S. Federal, state and local income tax purposes by default. All earnings and profits are passed through to the members and are taxed based on their status. Accordingly, no provision for income taxes is made in the financial statements.

#### Marketable Securities:

Marketable securities are held for an indefinite period of time and thus are classified as available-for-sale securities. Realized investment gains and losses are included in the statement of operations, as are provisions for other than temporary declines in the market value of available for-sale-securities. Unrealized gains and unrealized losses deemed to be temporary are excluded from earnings as a component of other comprehensive income. Factors considered in judging whether an impairment is other than temporary include the financial condition, business prospects and creditworthiness of the issuer, the length of time that fair value has been less than cost, the relative amount of decline, and the Company's ability and intent to hold the investment until the fair value recovers.

#### NOTE 3 – MEMBER'S EQUITY

During the year ended December 31, 2012, TYHKL contributed capital of \$250,000 in exchange for 39.79% of the issued and outstanding membership interests.

During the year ended December 31, 2011, the sole member did not contribute any new capital and took distributions of \$68,286.

#### **NOTE 4 – COMMITMENTS**

There were no new commitments or obligations undertaken by the Company in 2012.

On January 4, 2011, the Company entered into a sub-lease agreement with Tong Yang America, Inc. to rent a section of office space in New York City. The lease commenced on January 1 and ends upon 30 days written notice by either party. The total payments under the sub-lease agreement were \$33,000 for the year ended December 31, 2011 and 2012.

#### **NOTE 5 – OTHER AGREEMENTS**

On April, 11, 2011 the Company entered into an employment agreement with its Manager for \$350,000 to be paid annually. The Manager has the authority to reduce his salary if the company does not reach desired profitability. During the years ending December 31, 2011 and 2012, the Company paid a salary of \$1,000 and \$87,500, respectively. This salary was considered payment in full by mutual agreement between the company and its manager. The salary waived for the years ending December 31, 2011 and 2012 was \$252,150 and \$262,500, respectively. No future remuneration is expected for the waived salary.

#### NOTE 6 - NET CAPITAL REQUIREMENTS

The Company, as a registered broker-dealer in securities, is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital, as defined, of no less than the greater of \$5,000 or 5% of aggregate indebtedness and a maximum ratio aggregate indebtedness to net capital of 12-to-1. Also in accordance with the Securities and Exchange Commission Uniform Net Capital Rule 17a-11, the Company must maintain 120% of its minimum net capital requirement. At December 31, 2012, the Company has net capital, as defined, of \$126,496, which was in excess of its required net capital by \$121,496. The Company's ratio of aggregate indebtedness to net capital at December 31, 2012 was .016 to 1 (see Schedule I in supplemental information).

### TONG YANG ESAE CAPITAL MARKETS, LLC Supplemental Information to Financial Statements

The audit has been made primarily for the purpose of expressing an opinion on the basic financial statements taken as a whole. The following supporting schedules, although not considered necessary for a fair presentation of the financial condition, changes in member's equity, and income in conformity with U. S. generally accepted accounting principles, are presented for supplementary analysis purposes, and have been subjected to the audit procedures applied in the audit of the basic financial statements. The following schedules and statements pertain to the Company's reporting responsibilities to the Securities and Exchange Commission [SEC] and the Financial Industry Regulatory Authority [FINRA].

## TONG YANG ESAE CAPITAL MARKETS, LLC Supplemental Information to Financial Statements

#### TONG YANG ESAE CAPITAL MARKETS, LLC SCHEDULE I - COMPUTATION OF NET CAPITAL FOR BROKERS AND DEALERS December 31, 2012

Total member's equity qualified for net capital Additions	\$ 327,372 -
Total	327,372
Deductions Deposits	5
Uncollateralized receivables	200,871
Net capital before haircuts 15c3-1(f) haircuts on securities at 15%	 126,496
Net Capital	\$ 126,496
Minimum net capital required	5,000
Excess capital	\$ 121,496
Minimum net capital at 120%	 6,000
Total aggregate indebtedness included in statement of financial condition	\$ 2,001
Ratio of aggregate indebtedness to net capital	.016 to 1

### TONG YANG ESAE CAPITAL MARKETS, LLC Supplemental Information to Financial Statements

#### TONG YANG ESAE CAPITAL MARKETS, LLC

SCHEDULE II – Determination of Reserve Requirements Under Rule 15c3-3 of the Securities and Exchange Commission
December 31, 2012

The Company is exempt from the Reserve Requirement of computation according to the provision of Rule 15c-3-3(k)(2)(i).

SCHEDULE III – Information Relating to Possession or Control Requirements under Rule 15c3-3 December 31, 2012

The Company is exempt from the Rule 15c3-3 as it relates to possession and Control requirements under the (k)(2)(i) exemptive provision.

SCHEDULE IV – Reconciliation of Net Capital Pursuant to Rule 17a-5(d)(4) December 31, 2012

The following is a reconciliation, as of December 31, 2012 of the above net capital computation with the Company's corresponding unaudited computation pursuant to Rule 17a-5(d)(4).

Unaudited	\$ 126,496
Audit Adjustments:	
None	 
Andited	\$ 126.496



#### Independent Registered Public Accounting Firm Report On Internal Accounting Controls Required by SEC Rule 17a-5

To the Members
Tong Yang Esae Capital Markets, LLC

In planning and performing our audits of the financial statements and supplemental schedules of Tong Yang Esae Capital Markets, LLC for the years ended December 31, 2012 and 2011, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by Tong Yang Esae Capital Markets, LLC, including test of compliance with such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g), in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

- 1) Making the quarterly securities examination, counts, verifications, and comparisons
- 2) Recordation of differences required by Rule 17a-13
- 3) Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to achieve the SEC's above mentioned objectives. Two of the objectives internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity of generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations of internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of the design or operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in the internal control that might be material weaknesses under the standards established by the American Institute of Certified Public Accountants (AICPA). A material weakness is a condition which the design or operation of the specific

internal control components does not reduce to a relatively low level of risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and may not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control, including internal control activities for safeguarding securities, which we consider to be material weaknesses as defined above.

We understand the practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purpose in accordance with the Securities and Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives, in all material respects, indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2012 and 2011 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Director's, management, the Securities and Exchange Commission, the Financial Industry Regulatory Authority (FINRA), and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used for any other purposes.

De Joya Griffith, LLC Henderson, Nevada

De Joyn Griffith, LC

February 25, 2013